

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ROBERT EMMA, Custodian, IRA, DTD 7/10/97,

Plaintiff,

vs.

RS INVESTMENT MANAGEMENT, L.P.; PFPC
DISTRIBUTORS, INC.; G. RANDALL HECHT;
LEONARD B. AUERBACH; JEROME S.
CONTRO; JOHN W. GLYNN, JR.; and MICHAEL
McCAFFERY,

Defendants, and

RS EMERGING GROWTH FUND

Nominal Defendant.

Case No. 04-cv-12106-NMG

Judge Nathaniel M. Gorton

**MOTION FOR ADMISSION *PRO HAC VICE*
OF JAMES E. BURNS, JR., RICHARD GALLAGHER AND EUNICE J. LEE**

Pursuant to Local Rule 83.5.3(b), Robert G. Jones, a member in good standing of this Court, hereby moves this Court for an order allowing James E. Burns, Jr., Richard Gallagher, and Eunice J. Lee of Orrick, Herrington & Sutcliffe, LLP to appear in this matter on behalf of defendants RS Investment Management, L.P., G. Randall Hecht, Leonard B. Auerbach, Jerome S. Contro, John W. Glynn, Jr., and Michael McCaffery (collectively, "RS Defendants") in the above-captioned matter. Mr. Jones and his law firm, Ropes & Gray, LLP, are acting as local counsel for the RS Defendants in this matter. In addition, Mr. Jones and Ropes & Gray, LLP represent PFPC Distributors, Inc. in this action. As grounds for this motion, Mr. Jones relies upon the affidavits of Messrs. Burns and Gallagher and Ms. Lee (submitted herewith) and states as follows:

1. Mr. Burns is admitted to practice law in the State of California and in the United States District Court for the Northern District of California.

2. Mr. Gallagher is admitted to practice law in the State of California and in the United States District Court for the Northern District of California.

3. Ms. Lee is admitted to practice law in the State of California and in the United States District Court for the Northern District of California.

4. Messrs. Burns and Gallagher and Ms. Lee are members in good standing in the above-referenced jurisdictions and in all other jurisdictions in which they are admitted to practice.

5. There are no disciplinary proceedings pending against Messrs. Burns or Gallagher or Ms. Lee as members of the bar in any jurisdiction.

6. Messrs. Burns and Gallagher and Ms. Lee are familiar with the Local Rules of the United States District Court for the District of Massachusetts.

7. Messrs. Burns and Gallagher and Ms. Lee are familiar with the facts and circumstances underlying the above-captioned action. Their admission *pro hac vice* will facilitate the just and speedy resolution of this action.

8. Defendants have tendered a check to the clerk for \$150 upon the filing of this motion, which represents the court's filing fees for Messrs. Burns and Gallagher and Ms. Lee's admission *pro hac vice*.

WHEREFORE, Robert G. Jones hereby requests that this Court admit James E. Burns, Jr., Richard Gallagher, and Eunice J. Lee to appear in this matter on behalf of the RS Defendants.

Dated: January 10, 2005

ROPES & GRAY, LLP

/s/ Robert G. Jones
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*Attorneys for the RS Defendants and for
PFPC Distributors, Inc.*